

N07000005969

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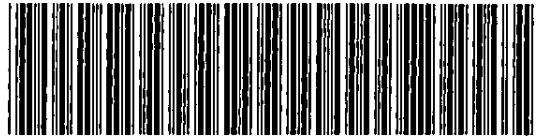
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
08 MAR 14 PM 2:58

Amend / cu15
@ 3/14/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Matt Smith Memorial Foundation, Inc.

DOCUMENT NUMBER: NO7000005969

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

BILL ANTAR, CPA
(Name of Contact Person)

Cape Coral Tax &
Accounting Services, LLC.
1611 Santa Barbara Blvd.
Suite E
Cape Coral, FL 33991

(City/ State and Zip Code)

For further information concerning this matter, please call:

BILL ANTAR, CPA at (239) 573-9100
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☐ \$35 Filing Fee ☒ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 11, 2008

BILL ANTAR, CPA
CAPE CORAL TAX & ACCOUNTING SERVICES LLC
1611 SANTA BARBARA BLVD., SUITE E
CAPE CORAL, FL 33991

SUBJECT: MATT SMITH MEMORIAL FOUNDATION, INC.
Ref. Number: N07000005969

We have received your document for MATT SMITH MEMORIAL FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for nonprofit corporations are filed in compliance with section 617.1006, Florida Statutes. Please see the attached information.

The date of adoption of each amendment must be included in the document.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton
Regulatory Specialist II

Letter Number: 408A00008815

2008 MAR 14 AM 8:00
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDEDMENT 1
ARTICLES OF INCORPORATION
OF:**

MATT SMITH MEMORIAL FOUNDATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

08 MAR 14 PM 2:58

The undersigned incorporator to these articles of incorporation hereby amends the articles of incorporation of the above referenced corporation pursuant to Chapter 617.1006 of the laws of State of Florida as follows:

**DATE OF ADOPTION OF AMENDMENT
& AUTHORITY OF CHANGES**

The Amended changes below are to be effective the earlier of February 1, 2008, or the date filed with Florida Department of State.

The Entity has no voting members. As such the Amended changes have been approved by 100 percent of the Board of directors on February 1, 2008, and are hereby adopted by the entity effective February 1, 2008.

**AMENDED ARTICLE I
PURPOSE
TO SUPERSEDE ORIGINAL ARTICLE III**

This organization's primary exempt purpose shall be to serve the purpose of conducting fundraisers to raise funds for or on behalf of any public charity organization that serves the purpose of improving the human condition or creating heart awareness. The exposure of the fundraisers and the act of making sizeable donations to these organizations in addition to the good the money will do, serves the purpose of improving the human condition or creating heart awareness. Said corporation is organized exclusively for charitable purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

AMENDED ARTICLE II
GUIDELINES
NEW ARTICLE

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

AMENDED ARTICLE III
POWERS
NEW ARTICLE

The corporation shall have all of the rights and privileges afforded a Corporation under Chapter 617.0302 of the laws of the State of Florida

Furthermore, the corporation shall have the power to:

- (1) Have succession by its corporate name for the period set forth in its articles of incorporation.
- (2) Sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (3) Adopt, use, and alter a common corporate seal. However, such seal must always contain the words "corporation not for profit."
- (4) Elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.
- (5) Adopt, change, amend, and repeal bylaws, not inconsistent with law or its articles of incorporation, for the administration of the affairs of the corporation and the exercise of its corporate powers.
- (6) Increase, by a vote of its members cast as the bylaws may direct, the number of its directors so that the number shall not be less than three but may be any number in excess thereof.
- (7) Make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises, or income.
- (8) Conduct its affairs, carry on its operations, and have offices and exercise the powers granted by this act in any state, territory, district, or possession of the United States or any foreign country.
- (9) Purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated.
- (10) Acquire, enjoy, utilize, and dispose of patents, copyrights, and trademarks and any licenses and other rights or interests thereunder or therein.
- (11) Sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets.
- (12) Purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals, or direct or indirect obligations of the United States, or of any other government, state, territory, governmental district, municipality, or of any instrumentality thereof.
- (13) Lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds loaned or invested except as prohibited by s.

AMENDED ARTICLE IV
LIST OF OFFICERS AND/OR DIRECTORS
TO SUPERSEDE ORIGINAL ARTICLE III

The Officers of this Corporation shall be as follows:

TRAVIS SMITH
PRESIDENT
1904 NW 1ST STREET
CAPE CORAL, FL 33993

KENDELL C DEEMS
TREASURER
5331 SW 22ND AVE
CAPE CORAL, FL 33914

JODI SMITH
DIRECTOR
NW 1ST STREET
CAPE CORAL, FL 33993

AMENDED ARTICLE V
MANNER OF ELECTION
TO SUPERSEDE ORIGINAL ARTICLE IV

These two initial officers shall serve as Directors of the Corporation also. The initial directors are the founders of the corporation and have been self appointed. The entity shall have no less than three directors. Directors shall be added or removed by vote of the existing directors. A majority vote of 2 out of 3 directors is required for the removal of, replacement of, or addition to the directors.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Travis Smith
Signature/Registered Agent

2/1/08
Date

Kendell C Deems
Signature/Incorporator

2/1/08
Date